

RECORDATION NO. 27036 - EEE

NOV 24 '08 -8 00 AM

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1050 SEVENTEENTH STREET, N.W.  
SUITE 301  
WASHINGTON, D.C.

SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

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(202) 393-2266  
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November 24, 2008

Anne K. Quinlan, Esq.  
Acting Secretary  
Surface Transportation Board  
395 "E" Street, S.W.  
Washington, D.C. 20423-0001

Re: TRIP 16th Funding

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Security Agreement, dated as of November 21, 2008, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Security Agreement previously filed with the Board under Recordation Number 27036.

The names and addresses of the parties to the enclosed document are:

Secured Party: Wilmington Trust Company  
Rodney Square North  
1100 North Market Street  
Wilmington, Delaware 19890-0001

Borrower: TRIP Rail Leasing LLC  
2525 Stemmons Freeway  
Dallas, Texas 75207

Anne K. Quinlan, Esq.  
November 24, 2008  
Page 2

A description of the railroad equipment covered by the enclosed document is:

427 railcars within the following series as more particularly set forth in the attachment to the document:

- NKCR 006302 – NKCR 006409 (inclusive)
- TILX 100791
- TILX 110237 – TILX 110256
- TILX 195084
- TILX 195228
- TILX 195318 – TILX 195393
- TILX 197550 – TILX 197766
- TILX 198029 – TILX 198052
- TILX 198221
- TILX 198715 – TILX 198742 (except TILX 198717 and TILX 198720)
- TILX 201537 – TILX 201565 (inclusive)
- TILX 220882
- TILX 253547 – TILX 253549 (inclusive)
- TILX 253925 – TILX 253939 (inclusive)
- TILX 262504
- TILX 262696 – TILX 262734
- TILX 291247 – TILX 291266 (inclusive)
- TILX 315595 – TILX 315671 (except TILX 315645)
- TILX 315696 – TILX 315717 (except TILX 315714)
- TILX 401290 – TILX 401293 (inclusive)

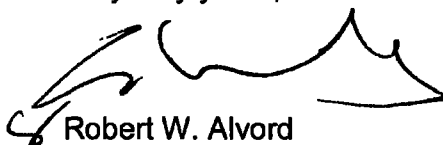
A short summary of the document to appear in the index is:

Memorandum of Security Agreement.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/sem  
Enclosures

NOV 24 '08

-8 00 AM

## MEMORANDUM OF SECURITY AGREEMENT

SURFACE TRANSPORTATION BOARD

This Memorandum of Security Agreement (this "Memorandum") is executed as of November 21, 2008, by and between TRIP RAIL LEASING LLC, a Delaware limited liability company (the "Borrower") and WILMINGTON TRUST COMPANY, a Delaware banking corporation, as collateral agent and representative for the Protected Parties (as defined in the Security Agreement, as defined below) (together with any successor agent, the "Collateral Agent").

The Borrower, the Collateral Agent and Credit Suisse, New York Branch, as agent, have entered into a Security Agreement dated as of June 27, 2007 (as from time to time amended, modified or supplemented, the "Security Agreement") by which the Borrower has granted a security interest to the Collateral Agent for the benefit of the Protected Parties (as defined in the Security Agreement) in all assets of the Borrower, including without limitation, certain railroad equipment described on and bearing reporting marks and road numbers as provided on Exhibit A (the "Railcars") and certain leases relating to such Railcars as described on Exhibit B (the "Leases"), whether now owned or hereafter arising or acquired.

The purpose of this Memorandum is to give record notice of the existence of the security interest of the Collateral Agent in the Railcars and the Leases, and all terms and conditions of the Security Agreement are incorporated by reference herein.

This Memorandum is prepared only for the public record and is being recorded with the Surface Transportation Board pursuant to 49 U.S.C. Section 11301(a) and the Registrar General of Canada pursuant to Section 105 of the Canada Transportation Act.

[signature page to follow]


[Memorandum of Security Agreement]

**IN WITNESS WHEREOF**, the undersigned have caused this Memorandum to be executed by a duly authorized officer as of the day and year first above written.

**TRIP RAIL LEASING LLC**

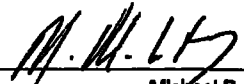
By: TRIP Rail Holdings LLC,  
its Managing Member

By: Trinity Industries Leasing Company, its  
Manager

By:   
Name: Eric R. Marchetto  
Title: Executive Vice President

[Memorandum of Security Agreement]

**WILMINGTON TRUST COMPANY,**  
as Collateral Agent

By:   
Name: Michael B. McCarthy  
Title: Vice President

[Memorandum of Security Agreement]

**ACKNOWLEDGMENT**

STATE OF TEXAS

)

COUNTY OF DALLAS

)

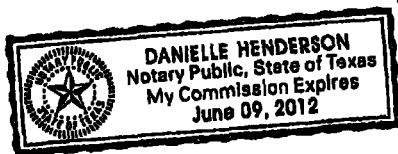
)

BEFORE ME, a Notary Public of the State and County aforesaid, personally appeared Eric R. Marchetto, who upon oath, acknowledged himself to be Executive Vice President of TRINITY INDUSTRIES LEASING COMPANY, a Delaware corporation, and that he as such officer being authorized to do so, executed the foregoing Memorandum of Security Agreement for the purposes therein contained by signing the name of the Delaware corporation by himself as such officer of TRINITY INDUSTRIES LEASING COMPANY.

WITNESS my hand and official seal this 21<sup>st</sup> day of November, 2008.

MY COMMISSION EXPIRES: 6/9/2012

Notary Public



*Danielle Henderson*

[Memorandum of Security Agreement]

ACKNOWLEDGMENT

STATE OF Delaware

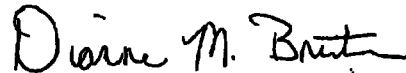
COUNTY OF New Castle

BEFORE ME, a Notary Public of the State and County aforesaid, personally appeared Michael McCarthy, who upon oath, acknowledged her/himself to be a Vice President of WILMINGTON TRUST COMPANY, a Delaware banking corporation, and that s/he as such officer being authorized to do so, executed the foregoing Memorandum of Security Agreement for the purposes therein contained by signing the name of such Delaware banking corporation by her/himself as such officer of WILMINGTON TRUST COMPANY.

WITNESS my hand and official seal this 21<sup>st</sup> day of November, 2008.

MY COMMISSION EXPIRES:

Notary Public



DIANNE M. BRUTON  
Notary Public - State of Delaware  
My Comm. Expires Nov. 27, 2011

**EXHIBIT A**  
**to Memorandum of Security Agreement**  
**RAILCARS**  
**[see attached]**



**TRIP RAIL LEASING LLC**  
**Close 16**

**Exhibit A**

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Build Date</u>	<u>Car Type</u>
1	NKCR006302	4576	October-08	Freight
2	NKCR006303	4576	October-08	Freight
3	NKCR006304	4576	October-08	Freight
4	NKCR006305	4576	October-08	Freight
5	NKCR006306	4576	October-08	Freight
6	NKCR006307	4576	October-08	Freight
7	NKCR006308	4576	October-08	Freight
8	NKCR006309	4576	October-08	Freight
9	NKCR006310	4576	October-08	Freight
10	NKCR006311	4576	October-08	Freight
11	NKCR006312	4576	October-08	Freight
12	NKCR006313	4576	October-08	Freight
13	NKCR006314	4576	October-08	Freight
14	NKCR006315	4576	October-08	Freight
15	NKCR006316	4576	October-08	Freight
16	NKCR006317	4576	October-08	Freight
17	NKCR006318	4576	October-08	Freight
18	NKCR006319	4576	October-08	Freight
19	NKCR006320	4576	October-08	Freight
20	NKCR006321	4576	October-08	Freight
21	NKCR006322	4576	October-08	Freight
22	NKCR006323	4576	October-08	Freight
23	NKCR006324	4576	October-08	Freight
24	NKCR006325	4576	October-08	Freight
25	NKCR006326	4576	October-08	Freight
26	NKCR006327	4576	October-08	Freight
27	NKCR006328	4576	October-08	Freight
28	NKCR006329	4576	October-08	Freight
29	NKCR006330	4576	October-08	Freight
30	NKCR006331	4576	October-08	Freight
31	NKCR006332	4576	October-08	Freight
32	NKCR006333	4576	October-08	Freight
33	NKCR006334	4576	October-08	Freight
34	NKCR006335	4576	October-08	Freight
35	NKCR006336	4576	October-08	Freight
36	NKCR006337	4576	October-08	Freight
37	NKCR006338	4576	October-08	Freight
38	NKCR006339	4576	October-08	Freight
39	NKCR006340	4576	October-08	Freight
40	NKCR006341	4576	October-08	Freight
41	NKCR006342	4576	October-08	Freight
42	NKCR006343	4576	October-08	Freight
43	NKCR006344	4576	October-08	Freight
44	NKCR006345	4576	October-08	Freight
45	NKCR006346	4576	October-08	Freight
46	NKCR006347	4576	October-08	Freight

## TRIP RAIL LEASING LLC

Close 16

## Exhibit A

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Build Date</u>	<u>Car Type</u>
47	NKCR006348	4576	October-08	Freight
48	NKCR006349	4576	October-08	Freight
49	NKCR006350	4576	October-08	Freight
50	NKCR006351	4576	October-08	Freight
51	NKCR006352	4576	October-08	Freight
52	NKCR006353	4576	October-08	Freight
53	NKCR006354	4576	October-08	Freight
54	NKCR006355	4576	October-08	Freight
55	NKCR006356	4576	October-08	Freight
56	NKCR006357	4576	October-08	Freight
57	NKCR006358	4576	October-08	Freight
58	NKCR006359	4576	October-08	Freight
59	NKCR006360	4576	October-08	Freight
60	NKCR006361	4576	October-08	Freight
61	NKCR006362	4576	October-08	Freight
62	NKCR006363	4576	October-08	Freight
63	NKCR006364	4576	October-08	Freight
64	NKCR006365	4576	October-08	Freight
65	NKCR006366	4576	October-08	Freight
66	NKCR006367	4576	October-08	Freight
67	NKCR006368	4576	October-08	Freight
68	NKCR006369	4576	October-08	Freight
69	NKCR006370	4576	October-08	Freight
70	NKCR006371	4576	October-08	Freight
71	NKCR006372	4576	October-08	Freight
72	NKCR006373	4576	October-08	Freight
73	NKCR006374	4576	October-08	Freight
74	NKCR006375	4576	October-08	Freight
75	NKCR006376	4576	October-08	Freight
76	NKCR006377	4576	October-08	Freight
77	NKCR006378	4576	October-08	Freight
78	NKCR006379	4576	October-08	Freight
79	NKCR006380	4576	October-08	Freight
80	NKCR006381	4576	October-08	Freight
81	NKCR006382	4576	October-08	Freight
82	NKCR006383	4576	October-08	Freight
83	NKCR006384	4576	October-08	Freight
84	NKCR006385	4576	October-08	Freight
85	NKCR006386	4576	October-08	Freight
86	NKCR006387	4576	October-08	Freight
87	NKCR006388	4576	October-08	Freight
88	NKCR006389	4576	October-08	Freight
89	NKCR006390	4576	October-08	Freight
90	NKCR006391	4576	October-08	Freight
91	NKCR006392	4576	October-08	Freight
92	NKCR006393	4576	October-08	Freight

**TRIP RAIL LEASING LLC**  
**Close 16**

**Exhibit A**

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Build Date</u>	<u>Car Type</u>
93	NKCR006394	4576	October-08	Freight
94	NKCR006395	4576	October-08	Freight
95	NKCR006396	4576	October-08	Freight
96	NKCR006397	4576	October-08	Freight
97	NKCR006398	4576	October-08	Freight
98	NKCR006399	4576	October-08	Freight
99	NKCR006400	4576	October-08	Freight
100	NKCR006401	4576	October-08	Freight
101	NKCR006402	4576	October-08	Freight
102	NKCR006403	4576	October-08	Freight
103	NKCR006404	4576	October-08	Freight
104	NKCR006405	4576	October-08	Freight
105	NKCR006406	4576	October-08	Freight
106	NKCR006407	4576	October-08	Freight
107	NKCR006408	4576	October-08	Freight
108	NKCR006409	4576	October-08	Freight
109	TILX100791	9501	November-08	Tank
110	TILX110237	1573	November-08	Tank
111	TILX110239	1573	October-08	Tank
112	TILX110241	1573	November-08	Tank
113	TILX110245	1573	October-08	Tank
114	TILX110246	1573	November-08	Tank
115	TILX110249	1573	October-08	Tank
116	TILX110250	1573	October-08	Tank
117	TILX110254	1573	October-08	Tank
118	TILX110256	1573	October-08	Tank
119	TILX195084	2739	June-07	Tank
120	TILX195228	2739	June-07	Tank
121	TILX195318	2739	August-07	Tank
122	TILX195336	2739	August-07	Tank
123	TILX195344	2739	August-07	Tank
124	TILX195357	2739	August-07	Tank
125	TILX195367	2739	August-07	Tank
126	TILX195369	2739	August-07	Tank
127	TILX195374	2739	August-07	Tank
128	TILX195375	2739	August-07	Tank
129	TILX195376	2739	August-07	Tank
130	TILX195377	2739	August-07	Tank
131	TILX195381	2739	August-07	Tank
132	TILX195387	2739	August-07	Tank
133	TILX195390	2739	August-07	Tank
134	TILX195391	2739	August-07	Tank
135	TILX195393	2739	August-07	Tank
136	TILX197550	2739	February-08	Tank
137	TILX197551	2739	February-08	Tank
138	TILX197552	2739	February-08	Tank

## TRIP RAIL LEASING LLC

Close 16

## Exhibit A

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Build Date</u>	<u>Car Type</u>
139	TILX197553	2739	February-08	Tank
140	TILX197554	2739	February-08	Tank
141	TILX197555	2739	February-08	Tank
142	TILX197556	2739	February-08	Tank
143	TILX197557	2739	February-08	Tank
144	TILX197558	2739	February-08	Tank
145	TILX197559	2739	February-08	Tank
146	TILX197560	2739	February-08	Tank
147	TILX197561	2739	February-08	Tank
148	TILX197562	2739	February-08	Tank
149	TILX197563	2739	February-08	Tank
150	TILX197564	2739	February-08	Tank
151	TILX197566	2739	February-08	Tank
152	TILX197571	2739	February-08	Tank
153	TILX197573	2739	February-08	Tank
154	TILX197579	2739	February-08	Tank
155	TILX197580	2739	February-08	Tank
156	TILX197581	2739	February-08	Tank
157	TILX197583	2739	February-08	Tank
158	TILX197584	2739	February-08	Tank
159	TILX197589	2739	February-08	Tank
160	TILX197590	2739	February-08	Tank
161	TILX197592	2739	February-08	Tank
162	TILX197596	2739	February-08	Tank
163	TILX197630	2739	February-08	Tank
164	TILX197641	2739	February-08	Tank
165	TILX197644	2739	February-08	Tank
166	TILX197645	2739	February-08	Tank
167	TILX197646	2739	February-08	Tank
168	TILX197647	2739	February-08	Tank
169	TILX197671	2739	February-08	Tank
170	TILX197677	2739	February-08	Tank
171	TILX197679	2739	February-08	Tank
172	TILX197682	2739	February-08	Tank
173	TILX197684	2739	February-08	Tank
174	TILX197685	2739	February-08	Tank
175	TILX197691	2739	February-08	Tank
176	TILX197697	2739	February-08	Tank
177	TILX197698	2739	February-08	Tank
178	TILX197699	2739	February-08	Tank
179	TILX197700	2739	February-08	Tank
180	TILX197701	2739	February-08	Tank
181	TILX197702	2739	February-08	Tank
182	TILX197704	2739	February-08	Tank
183	TILX197705	2739	February-08	Tank
184	TILX197706	2739	February-08	Tank

**TRIP RAIL LEASING LLC**  
**Close 16**

**Exhibit A**

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Build Date</u>	<u>Car Type</u>
185	TILX197713	2739	February-08	Tank
186	TILX197716	2739	February-08	Tank
187	TILX197717	2739	February-08	Tank
188	TILX197726	2739	February-08	Tank
189	TILX197727	2739	February-08	Tank
190	TILX197729	2739	February-08	Tank
191	TILX197730	2739	February-08	Tank
192	TILX197732	2739	February-08	Tank
193	TILX197733	2739	February-08	Tank
194	TILX197734	2739	February-08	Tank
195	TILX197737	2739	February-08	Tank
196	TILX197738	2739	February-08	Tank
197	TILX197740	2739	February-08	Tank
198	TILX197741	2739	February-08	Tank
199	TILX197742	2739	February-08	Tank
200	TILX197743	2739	February-08	Tank
201	TILX197744	2739	February-08	Tank
202	TILX197745	2739	February-08	Tank
203	TILX197747	2739	February-08	Tank
204	TILX197748	2739	February-08	Tank
205	TILX197749	2739	February-08	Tank
206	TILX197750	2739	February-08	Tank
207	TILX197751	2739	February-08	Tank
208	TILX197752	2739	February-08	Tank
209	TILX197754	2739	February-08	Tank
210	TILX197755	2739	February-08	Tank
211	TILX197758	2739	February-08	Tank
212	TILX197759	2739	February-08	Tank
213	TILX197762	2739	February-08	Tank
214	TILX197763	2739	February-08	Tank
215	TILX197764	2739	February-08	Tank
216	TILX197766	2739	February-08	Tank
217	TILX198029	2739	August-07	Tank
218	TILX198033	2739	August-07	Tank
219	TILX198046	2739	August-07	Tank
220	TILX198051	2739	August-07	Tank
221	TILX198052	2739	August-07	Tank
222	TILX198221	2739	July-07	Tank
223	TILX198715	2739	December-07	Tank
224	TILX198716	2739	December-07	Tank
225	TILX198718	2739	December-07	Tank
226	TILX198719	2739	December-07	Tank
227	TILX198721	2739	December-07	Tank
228	TILX198722	2739	December-07	Tank
229	TILX198723	2739	December-07	Tank
230	TILX198724	2739	December-07	Tank

## TRIP RAIL LEASING LLC

Close 16

## Exhibit A

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Build Date</u>	<u>Car Type</u>
231	TILX198725	2739	December-07	Tank
232	TILX198726	2739	December-07	Tank
233	TILX198727	2739	December-07	Tank
234	TILX198728	2739	December-07	Tank
235	TILX198729	2739	December-07	Tank
236	TILX198730	2739	December-07	Tank
237	TILX198731	2739	December-07	Tank
238	TILX198732	2739	December-07	Tank
239	TILX198733	2739	December-07	Tank
240	TILX198734	2739	December-07	Tank
241	TILX198735	2739	December-07	Tank
242	TILX198736	2739	December-07	Tank
243	TILX198737	2739	December-07	Tank
244	TILX198738	2739	December-07	Tank
245	TILX198739	2739	December-07	Tank
246	TILX198740	2739	December-07	Tank
247	TILX198741	2739	December-07	Tank
248	TILX198742	2739	December-07	Tank
249	TILX201537	4087	October-08	Tank
250	TILX201538	4087	October-08	Tank
251	TILX201539	4087	October-08	Tank
252	TILX201540	4087	October-08	Tank
253	TILX201541	4087	October-08	Tank
254	TILX201542	4087	October-08	Tank
255	TILX201543	4087	October-08	Tank
256	TILX201544	4087	October-08	Tank
257	TILX201545	4087	October-08	Tank
258	TILX201546	4087	October-08	Tank
259	TILX201547	4087	October-08	Tank
260	TILX201548	4087	October-08	Tank
261	TILX201549	4087	October-08	Tank
262	TILX201550	4087	October-08	Tank
263	TILX201551	4087	October-08	Tank
264	TILX201552	4087	October-08	Tank
265	TILX201553	4087	October-08	Tank
266	TILX201554	4087	October-08	Tank
267	TILX201555	4087	October-08	Tank
268	TILX201556	4087	October-08	Tank
269	TILX201557	4087	October-08	Tank
270	TILX201558	4087	October-08	Tank
271	TILX201559	4087	October-08	Tank
272	TILX201560	4087	October-08	Tank
273	TILX201561	4087	October-08	Tank
274	TILX201562	4087	October-08	Tank
275	TILX201563	4087	October-08	Tank
276	TILX201564	4087	October-08	Tank

## TRIP RAIL LEASING LLC

Close 16

## Exhibit A

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Build Date</u>	<u>Car Type</u>
277	TILX201565	4087	October-08	Tank
278	TILX220082	10840	November-08	Tank
279	TILX253547	52750	October-08	Tank
280	TILX253548	52750	October-08	Tank
281	TILX253549	52750	October-08	Tank
282	TILX253925	43732	September-08	Tank
283	TILX253926	43732	September-08	Tank
284	TILX253927	43732	September-08	Tank
285	TILX253928	43732	September-08	Tank
286	TILX253929	43732	September-08	Tank
287	TILX253930	43732	September-08	Tank
288	TILX253931	43732	September-08	Tank
289	TILX253932	43732	September-08	Tank
290	TILX253933	43732	September-08	Tank
291	TILX253934	43732	September-08	Tank
292	TILX253935	43732	September-08	Tank
293	TILX253936	43732	September-08	Tank
294	TILX253937	43732	September-08	Tank
295	TILX253938	43732	September-08	Tank
296	TILX253939	43732	October-08	Tank
297	TILX262504	52953	October-08	Tank
298	TILX262696	52953	October-08	Tank
299	TILX262710	52953	October-08	Tank
300	TILX262711	52953	October-08	Tank
301	TILX262715	52953	October-08	Tank
302	TILX262727	52953	October-08	Tank
303	TILX262728	52953	October-08	Tank
304	TILX262731	52953	October-08	Tank
305	TILX262732	52953	October-08	Tank
306	TILX262734	52953	October-08	Tank
307	TILX291247	2857	November-08	Tank
308	TILX291248	2857	November-08	Tank
309	TILX291249	2857	November-08	Tank
310	TILX291250	2857	November-08	Tank
311	TILX291251	2857	November-08	Tank
312	TILX291252	2857	November-08	Tank
313	TILX291253	2857	November-08	Tank
314	TILX291254	2857	November-08	Tank
315	TILX291255	2857	November-08	Tank
316	TILX291256	2857	November-08	Tank
317	TILX291257	2857	November-08	Tank
318	TILX291258	2857	November-08	Tank
319	TILX291259	2857	November-08	Tank
320	TILX291260	2857	November-08	Tank
321	TILX291261	2857	November-08	Tank
322	TILX291262	2857	November-08	Tank

**TRIP RAIL LEASING LLC**  
**Close 16**

**Exhibit A**

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Build Date</u>	<u>Car Type</u>
323	TILX291263	2857	November-08	Tank
324	TILX291264	2857	November-08	Tank
325	TILX291265	2857	November-08	Tank
326	TILX291266	2857	November-08	Tank
327	TILX315595	39548	October-08	Tank
328	TILX315596	39548	October-08	Tank
329	TILX315597	39548	October-08	Tank
330	TILX315598	39548	October-08	Tank
331	TILX315599	39548	October-08	Tank
332	TILX315600	39548	October-08	Tank
333	TILX315601	39548	October-08	Tank
334	TILX315602	39548	October-08	Tank
335	TILX315603	39548	October-08	Tank
336	TILX315604	39548	October-08	Tank
337	TILX315605	39548	October-08	Tank
338	TILX315606	39548	October-08	Tank
339	TILX315607	39548	October-08	Tank
340	TILX315608	39548	October-08	Tank
341	TILX315609	39548	October-08	Tank
342	TILX315610	39548	October-08	Tank
343	TILX315611	39548	October-08	Tank
344	TILX315612	39548	October-08	Tank
345	TILX315613	39548	October-08	Tank
346	TILX315614	39548	October-08	Tank
347	TILX315615	39548	October-08	Tank
348	TILX315616	39548	October-08	Tank
349	TILX315617	39548	October-08	Tank
350	TILX315618	39548	October-08	Tank
351	TILX315619	39548	October-08	Tank
352	TILX315620	39548	October-08	Tank
353	TILX315621	39548	October-08	Tank
354	TILX315622	39548	October-08	Tank
355	TILX315623	39548	October-08	Tank
356	TILX315624	39548	October-08	Tank
357	TILX315625	39548	October-08	Tank
358	TILX315626	39548	October-08	Tank
359	TILX315627	39548	October-08	Tank
360	TILX315628	39548	October-08	Tank
361	TILX315629	39548	October-08	Tank
362	TILX315630	39548	October-08	Tank
363	TILX315631	39548	October-08	Tank
364	TILX315632	39548	October-08	Tank
365	TILX315633	39548	October-08	Tank
366	TILX315634	39548	October-08	Tank
367	TILX315635	39548	October-08	Tank
368	TILX315636	39548	October-08	Tank



## TRIP RAIL LEASING LLC

Close 16

## Exhibit A

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Build Date</u>	<u>Car Type</u>
369	TILX315637	39548	October-08	Tank
370	TILX315638	39548	October-08	Tank
371	TILX315639	39548	October-08	Tank
372	TILX315640	39548	October-08	Tank
373	TILX315641	39548	November-08	Tank
374	TILX315642	39548	October-08	Tank
375	TILX315643	39548	October-08	Tank
376	TILX315644	39548	October-08	Tank
377	TILX315646	39548	October-08	Tank
378	TILX315647	39548	October-08	Tank
379	TILX315648	39548	November-08	Tank
380	TILX315649	39548	November-08	Tank
381	TILX315650	39548	November-08	Tank
382	TILX315651	39548	November-08	Tank
383	TILX315652	39548	November-08	Tank
384	TILX315653	39548	October-08	Tank
385	TILX315654	39548	November-08	Tank
386	TILX315655	39548	November-08	Tank
387	TILX315656	39548	November-08	Tank
388	TILX315657	39548	November-08	Tank
389	TILX315658	39548	November-08	Tank
390	TILX315659	39548	November-08	Tank
391	TILX315660	39548	November-08	Tank
392	TILX315661	39548	November-08	Tank
393	TILX315662	39548	November-08	Tank
394	TILX315663	39548	November-08	Tank
395	TILX315664	39548	November-08	Tank
396	TILX315665	39548	November-08	Tank
397	TILX315666	39548	November-08	Tank
398	TILX315667	39548	November-08	Tank
399	TILX315668	39548	November-08	Tank
400	TILX315669	39548	November-08	Tank
401	TILX315670	39548	November-08	Tank
402	TILX315671	39548	November-08	Tank
403	TILX315696	39548	November-08	Tank
404	TILX315697	39548	November-08	Tank
405	TILX315698	39548	November-08	Tank
406	TILX315699	39548	November-08	Tank
407	TILX315700	39548	November-08	Tank
408	TILX315701	39548	November-08	Tank
409	TILX315702	39548	November-08	Tank
410	TILX315703	39548	November-08	Tank
411	TILX315704	39548	November-08	Tank
412	TILX315705	39548	November-08	Tank
413	TILX315706	39548	November-08	Tank
414	TILX315707	39548	November-08	Tank

**TRIP RAIL LEASING LLC**  
**Close 16**

**Exhibit A**

<b><u>ID</u></b>	<b><u>Asset Mark</u></b>	<b><u>Lessee Number</u></b>	<b><u>Build Date</u></b>	<b><u>Car Type</u></b>
415	TILX315708	39548	November-08	Tank
416	TILX315709	39548	November-08	Tank
417	TILX315710	39548	November-08	Tank
418	TILX315711	39548	November-08	Tank
419	TILX315712	39548	November-08	Tank
420	TILX315713	39548	November-08	Tank
421	TILX315715	39548	November-08	Tank
422	TILX315716	39548	November-08	Tank
423	TILX315717	39548	November-08	Tank
424	TILX401290	4345	March-08	Tank
425	TILX401291	4345	March-08	Tank
426	TILX401292	4345	March-08	Tank
427	TILX401293	4345	March-08	Tank

**EXHIBIT B**  
**to Memorandum of Security Agreement**  
**LEASES**  
**[see attached]**

**Exhibit B**

**Leases**

1. One Hundred Thirty (130) units identified with marks TILX 195084, TILX 195228, TILX 195318, TILX 195336, TILX 195344, TILX 195357, TILX 195367, TILX 195369, TILX 195374 – 1953777, TILX 195381, TILX 195387, TILX 195390 – 195391, TILX 195393, TILX 197550 – 197564, TILX 197566, TILX 197571, TILX 197573, TILX 197579 – 197581, TILX 197583 – 197584, TILX 197589 – 197590, TILX 197592, TILX 197596, TILX 197630, TILX 197641, TILX 197644 – 197647, TILX 197671, TILX 197677, TILX 197679, TILX 197682, TILX 197684 – 197685, TILX 197691, TILX 197697 – 197702, TILX 197704 – 197706, TILX 197713, TILX 197716 – 197717, TILX 197726 – 197727, TILX 197729 – 197730, TILX 197732 – 197734, TILX 197737 – 197738, TILX 197740 – 197745, TILX 197747 – 197752, TILX 197754 – 197755, TILX 197758 – 197759, TILX 197762 – 197764, TILX 197766, TILX 198029, TILX 198033, TILX 198046, TILX 198051 – 198052, TILX 198221, TILX 198715 – 198716, TILX 198718 – 198719, and TILX 198721 – 198742 leased pursuant to Rider Sixty-nine (69) to that certain Railroad Car Lease Agreement dated May 17, 1979 between Trinity Industries Leasing Company and Cargill, Inc.
2. Ten (10) units identified with marks TILX 291247 - 291256 leased pursuant to Equipment Schedule Three (3) to that certain Railroad Car Lease Agreement dated June 19, 1998 between Trinity Industries Leasing Company and CHS Inc.
3. Ten (10) units identified with marks TILX 291257 - 291266 leased pursuant to Equipment Schedule Four (4) to that certain Railroad Car Lease Agreement dated June 19, 1998 between Trinity Industries Leasing Company and CHS Inc.
4. Twenty-nine (29) units identified with marks TILX 201537 - 201565 leased pursuant to Rider Twenty-one (21) to that certain Railroad Car Lease Agreement dated September 28, 1979 between Trinity Industries Leasing Company and E. I. Du Pont De Nemours and Company.
5. Four (4) units identified with marks TILX 401290 – 401293 leased pursuant to Rider Seven (7) to that certain Railroad Car Lease Agreement dated January 16, 2001 between Trinity Industries Leasing Company and Equistar Chemicals, LP.

6. One Hundred Eight (108) units identified with marks NKCR 6302 - 6409 leased pursuant to Rider Seventeen (17) to that certain Railroad Car Lease Agreement dated February 14, 2003 between Trinity Industries Leasing Company and Ferrocarril Mexicano S.A. de C.V.
7. Fifteen (15) units identified with marks TILX 253925 - 253939 leased pursuant to Rider Two (2) to that certain Railroad Car Lease Agreement dated November 12, 2007 between Trinity Industries Leasing Company and Kansas Feeds, Inc.
8. Ten (10) units identified with marks TILX 262504, TILX 262696, TILX 262710 - 262711, TILX 262715, TILX 262727 - 262728, TILX 262731 - 262732, and TILX 262734 leased pursuant to Rider One (1) to that certain Railroad Car Lease Agreement dated August 14, 2008 between Trinity Industries Leasing Company and MeadWestVaco Corporation.
9. One (1) unit identified with mark TILX 100791 leased pursuant to Rider Nine (9) to that certain Railroad Car Lease Agreement dated September 14, 1987 between Trinity Industries Leasing Company and Rhodia Inc.
10. Nine (9) units identified with marks TILX 110237, TILX 110239, TILX 110241, TILX 110245 - 110246, TILX 110249 - 110250, TILX 110254, and TILX 110256 leased pursuant to Rider Three (3) to that certain Railroad Car Lease Agreement dated July 1, 2005 between Trinity Industries Leasing Company and Solvay Chemicals, Inc.
11. Ninety-seven (97) units identified with marks TILX 315595 - 315644, TILX 315646 - 315671, TILX 315696 - 315713, and TILX 315715 - 315717 leased pursuant to Rider One (1) to that certain Railroad Car Lease Agreement dated November 5, 2007 between Trinity Industries Leasing Company and Southwest Georgia Ethanol, LLC.
12. Three (3) units identified with marks TILX 253547 - 253549 leased pursuant to Rider One (1) to that certain Railroad Car Lease Agreement dated July 1, 2008 between Trinity Industries Leasing Company and Spectrum Foods, Inc. dba Nexcel Natural Ingredients.
13. One (1) unit identified with mark TILX 220082 leased pursuant to Rider Four (4) to that certain Railroad Car Lease Agreement dated January 14, 2002 between Trinity Industries Leasing Company and Terra International Inc.

**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 11/24/08



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Robert W. Alvord